THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR84

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 283.
FILED, JUNE 3rd, 1965.

PROBE MINES LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1253 dated February 1, 1965, and Amending Filing Statement No. 262 dated February 8, 1965.

1. Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	This Amending Filing Statement is filed to reflect the following: (a) The issue of 302,967 treasury shares. (Refer to Item 4) (b) The grant of a stock option to A. S. Bayne, P.Eng. (Refer to Item 6) (c) An additional development programme covering the Company's property in Dubuisson Township, Quebec. (Refer to Item 9).
4. Share capitalization showing authorized and issued and outstanding capital.	Since the date of acceptance for filing of Amending Filing Statement No.262, the Company has issued an additional 752,967 shares as follows: 175,000 shares at 35¢ per share, being the firm commitment under the Underwriting and Option Agreement with Flood, Wittstock & Co. disclosed in Amending Filing Statement No.262, netting the Company .. .. $61,250.00 127,967 shares at 30¢ per share, pursuant to the exercise of rights, details of which were given in Amending Filing Statement No.262, netting the Company .. .. $38,390.10 $99,640.10 450,000 shares, all of which are held in escrow by the Crown Trust Company, 302 Bay Street, Toronto, Ontario, issued to Myteque Mines Limited to acquire twelve (12) unpatented mining claims Nos. T39002 to T39013 inclusive, Joan Township, Temiskaming Mining Division, Ontario, as disclosed in Amending Filing Statement No.262. Authorised capital 5,000,000 shares par value $1.00 each. Issued capital 2,281,889 shares par value $1.00 each.

FINANCIAL STATEMENTS

PRODEX MINES LIMITED
(Formerly Cusco Mines Limited)
(Incorporated under the laws of Ontario)

BALANCE SHEET

At 30th April, 1965
(With comparative amounts at 30th April, 1964)

ASSETS

			1964
Current:			
Cash in bank	$ 82,887		$ 18,578
Cash advance	750		
		$ 83,637	
Investments:			
8,400 shares of Lake Superior Mining Limited, at cost (no quoted market value)		900	900
Mining claims, at cost			
Kidd Township	80,000		
Joan Township	45,000		
Dubuisson Township	11,000		
Poirier Township	200		
		136,200	11,200
Deferred Pre-Production Expense:			
Organization and administration	125,877		
Exploration and development	245,232		
		371,109	324,766
		$ 591,846	$ 355,444

LIABILITIES

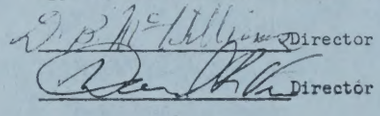
Current:			
Accounts payable and accrued		$ 15,340	$ 3,578

SHAREHOLDERS' EQUITY

Capital:			
Authorized: 5,000,000 shares, par value $ 1.00 each (Note 1)	$ 5,000,000		
Issued: 2,281,889 shares (Note 2)	$ 2,281,889		
Less: discount thereon	1,937,880		
	344,009		717,477
Contributed surplus, arising from re-organization	598,108		
Deficit: Claims abandoned and losses on investments	(365,611)		(365,611)
		576,506	
		$ 591,846	$ 355,444

The notes attached form an integral part of these financial statements.

Approved on behalf of the Board:



Director

Director

STATEMENT OF DEFERRED PRE-PRODUCTION EXPENSE

For the year ended 30th April, 1965

Organization and Administrative

Balance, 30th April, 1964		$ 102,575
Re-organization:		
- Supplementary letters patent	$ 752	
- Advertising	1,855	
- Legal	5,841	
- New share and warrant certificates	1,509	
- Issuing warrants and share certificates, receiving rights, etc.	6,842	
- Filing and listing	2,426	
	19,225	
Accounting	625	
Advertising	721	
Directors' fees	200	
Secretarial, office and telephone	1,998	
Provincial fees	160	
Toronto Stock Exchange fees (prior to re-organization)	326	
Travel	47	
		23,302
		$ 125,877

Exploration and Development

Balance, 30th April, 1964					$ 222,191
	Kidd Twp.	Dubuisson Twp.	Joan Twp.	Total	
Consulting, engineering, field expense	$ 3,856	$ 3,914	$ 963	$ 8,733	
Diamond drilling and assaying	4,480	8,257		12,737	
Licenses and permits	221			221	
Travel and telephone		900	200	1,100	
	$ 8,557	$ 13,071	$ 1,163	$ 22,791	
Prospecting				250	
					23,041
					$ 245,232

NOTES TO THE FINANCIAL STATEMENTS

At 30th April, 1965

(1) On 4th March, 1965, Supplementary Letters Patent were issued changing the name of the Company to Probe Mines Limited, decreasing the authorized capital from $ 7,500,000 to $ 2,913,234 by cancelling pro-rata 4,586,766 of the issued shares with a par value of $ 1.00 each and increasing the authorized capital to $ 5,000,000 by the creation of an additional 2,086,766 shares with a par value of $ 1.00 each.

(2) Shares issued:
(a) Prior to re-organization -
- 300,000 shares for cash consideration of $ 50,000.
- 300,000 shares for claims at 10¢ per share.

(b) After re-organization -
- 127,967 shares, through rights exercised, for cash consideration of $ 38,390.10.
- 175,000 shares for cash consideration of $ 61,250.
- 450,000 shares for claims at 10¢ per share.

(3) Options have been granted on 825,000 shares at prices ranging from 35¢ to 60¢ per share to Flood Wittstock & Co. on behalf of themselves and their clients. In addition, an option on 20,000 shares at 40¢ per share has been granted to the Company's consulting mining engineer.

AUDITORS REPORT

28th June, 1965.

To the Shareholders,
PROBE MINES LIMITED,
Toronto, Ontario.

We have examined the balance sheet of PROBE MINES LIMITED as at 30th April, 1965 and the statement of Deferred Pre-Production Expense for the year ended on that date. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

Opinion

In our opinion the accompanying balance sheet and statement of Deferred Pre-Production Expense present fairly the financial position of the company as at 30th April, 1965 and the results of its operations for the year ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Welch Petrie Hall & Burnside

Chartered Accountants.

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

for the six months
14th November, 1964 to 14th May, 1965

Cash in bank, 14th November, 1964		$ 4,542.81
Source		
Capital stock		
- Rights, 127,967 shares at 30¢ a share	$ 38,390.10	
- Underwriting, 175,000 shares at 35¢ a share	61,250.00	
	99,640.10	
Sundry	275.00	
		99,915.10
		104,457.91
Application		
Organization and Administration		
Reorganization - Supplementary letters patent	752.40	
- Legal	5,840.75	
- Filing and listing	2,425.76	
- Advertising	1,854.54	
- New share and warrant certificates	1,509.16	
- Issuing warrants and new share certificates, receiving rights, etc.	7,031.24	
	19,413.85	
Mining license	100.00	
Directors' fees	100.00	
Accounting	175.00	
Office rent, telephone, supplies, etc.	1,307.54	
		21,096.39
Exploration and Development		
Prospecting	250.00	
Consulting and engineering	4,753.42	
Travel, telephone	1,250.30	
Drilling and assaying	8,230.75	
		14,484.47
Paid on accounts payable		875.00
		36,455.86
Cash in bank, 14th May, 1965		$ 68,002.05

Approved on behalf of the Board:

D. B. McWilliams Director

Director

20/5/65

PROGRESS REPORT:

Note:- The following is a progress report by A. S. Bayne, P. Eng, dated May 17th, 1965, on the Gold Property in Dubuisson Township, Province of Quebec. Progress reports Nos. 4 & 5 as mentioned in the opening paragraph of this report, are on file with the Toronto Stock Exchange.

May 17, 1965.

The President & Directors,
Probe Mines Limited,
80 Richmond St. W.,
Toronto 1, Ontario.

Gentlemen: Re: Projected Extension of Program - Surface Exploration - Gold Property - Dubuisson Twp., Quebec.

Kindly refer to our Progress Reports Nos. 4 & 5, dated May 12th and 13th, 1965.

1. The original plan of drilling which is now fifty percent complete, called for 8 steep (80 to 85-degree) holes of about 500 feet each, on a grid plan pattern of 50-foot spacings, to verify and correlate the gold-bearing zone indicated by preliminary drilling in 1963; also one, (No. 65-1), 65-degree hole to cross the known gold-bearing zone at 400 feet and continue to at least 1,000 feet to establish and explore the footwall contact of the known gold-bearing intrusive with the volcanics, to the south.

   This program required a total of 5,000 feet of drilling, which was contracted and commenced on April 3, 1965.

2. Owing to the long hole (65-1), encountering favourable geological structures beyond its original 1,000-foot objective, it was continued to 1,400 feet before drilling was suspended to permit further study before deepening, having intersected a high-grade gold-bearing zone at 1,088.5 to 1,093.5 feet, which assayed 1.183 ounces ($43.77) gold per ton over a core length of 5.0 feet.

   In addition, three other holes completed on the grid, verified the continuity of the known gold-bearing zone over a strike length of 135 feet, with core assays yielding from 0.27 ounces ($10.00) to 0.71 ounces ($26.27) gold per ton over respective core lengths of 7.4 and 10.1 feet.

3. As of our last report, a total of 3,149 feet of drilling has been completed in four holes, with five holes totalling at least 2,500 feet to be completed on the originally planned grid. This will bring the total footage to 5,649 feet, or 649 feet over the current drilling contract.

4. As we now require at least three more holes, (in addition to the 9 holes accounted for in Item 3, above), of from 1,400 to 1,500 feet, each, for a total of between 4,200 and 4,500 feet, it is urgent that the current drill contract be increased by at least 5,000 feet to a total of at least 10,000 feet of drilling.

This additional footage is very well justified by the excellent gold values over a mineable width, intersected in Hole 65-1 at 1,088.5 to 1,093.5 feet, and is the minimum requirement to explore this newly discovered gold-bearing zone.

5. In addition, the following work is urgently required:

(a) Recutting of property boundary lines.

(b) Cutting, chaining and picketing of locational grid lines throughout land area of property, on 100-foot intervals.

(c) Detailed geological mapping of entire land-area of property.

(d) Magnetometer survey with readings at maximum interval of 100 feet, with object of differentiating geological structures, under overburden as indicated by detailed mapping and drilling.

(e) Precise survey and mapping of all old and new drill-hole locations.

COST ESTIMATE:

Following is the estimated cost of the above recommended additional work:

Line-cutting: (precisely surveyed base lines with grid-lines at right angle, at 100-foot intervals, chained every 100 feet.)

No. 1 Base Line - 1.00 mile		
No. 2 Base Line - .25 "		
Total Base Line 1.25 mile @ $175./mile	$ 219.00	
Claim boundaries - 2.25 miles @ $175./mile	394.00	
Grid Lines - 16 miles @ $50./mile	800.00	
Total Estimated Cost - Line-cutting		$ 1,413.00
Precise Survey & Mapping of Drill Holes (old and new)		1,500.00
Magnetometer survey .16 miles @ $60./mile		960.00
Geological Mapping & Correlation of Drill Cores		5,000.00
Diamond Drilling - 5,000 feet @ $5./ft. (inclusive cost)		25,000.00
Engineering & Supervision		6,000.00
Contingency		3,987.00
TOTAL ESTIMATED COST		$43,860.00

The President & Directors
Probe Mines Limited

May 17, 1965.

Respectfully submitted,

A. S. BAYNE & COMPANY

per A.S. Bayne, P. Eng.

CERTIFICATE

I, Arthur Stewart Bayne, do hereby certify that:

1. I am a Consulting Engineer, practising and registered under the name and style of A. S. Bayne & Company, with residence at 45 Strathallan Boulevard, Toronto 12, Ontario, Canada.

2. I am a Bachelor of Science in Mining and Metallurgical Engineering (Queen's University, Kingston, Ontario, 1935).

3. I am a member, in good standing, of the Association of Professional Engineers of the Province of Ontario.

4. I have practised my profession for more than 25 years.

5. I hold, as of March 17, 1965, an option to purchase 20,000 shares of the capital stock of the Company, at 40 cents per share. I hold no other interest, direct, indirect nor expected, in the properties or securities of Probe Mines Limited.

6. This certificate is part of the attached report dated May 17, 1965, to the President and Directors of Probe Mines Limited, re - "Projected Extension of Program - Surface Exploration - Gold Property - Dubuisson Township, Que."

7. This report is based on:

   i. My personal direction and supervision of the work performed to date by Probe Mines Limited.

   ii. Examination and study of technical records of the Quebec Department of Mines covering the Probe Mines property and adjoining area.

   iii. Technical discussions with technical personnel of the Quebec Department of Mines and of other mining companies operating in the area.

   iv. My knowledge of the geological and mining conditions in the Malartic - Bourlamaque area, gained by my personal examination and operational mining management from time to time in the area, since 1935.

A. S. Bayne, P.Eng.

Signed at Toronto
in the County of York
this 17th day of
May, 1965

ENGINEER'S REPORT

Re: Probe Mines Limited,
Kidd Township Property

GENERAL

The following report is concerned primarily with recommendations regarding further exploration work on the property of Probe (Cusco) Mines Limited located in the north half of Lot 7, Concession II, Kidd Township.

PREVIOUS WORK

In June, 1964 an electromagnetic survey was conducted along lines spaced at 200 foot intervals in a north-south direction. In addition a limited amount of magnetic survey work was carried out in the southwest corner of the property.

A weak conductor outlined in the southwest corner of the property was investigated by one diamond drill hole. Results of the drilling indicate that the conductor was caused by either weakly conductive slate beds or open wet faults.

GEOLOGY

Prior to the Texas Gulf discovery very little was known concerning the geology of the area. Although the picture remains hazy in detail, the considerable amount of geophysical work and drilling completed since the Texas Gulf discovery indicates that the rocks in Jessop and Kidd Townships strike generally north-south. In detail because of local folding this trend is not consistent. For example, in the southwest sector of the Probe property the limited drilling and geophysics indicates that the strike in this area is east-northeast. However, there is a good possibility that the strike of the rocks in other parts of the property conforms more with the regional trend, i.e. generally north-south.

The electromagnetic work conducted along north-south lines would be largely ineffective in outlining north-south conductive zones.

CONCLUSIONS AND RECOMMENDATIONS

The possibility of a north-south strike on the property should be investigated.

This can be most easily determined by a study of the adjacent magnetometer surveys on file at the O.D.M. resident geologist's office and a magnetometer survey on the property along the present grid system.

If the magnetometer survey on the property determines that the underlying rocks strike generally north-south it would then be advisable to cut an east-west grid system for control of an electromagnetic survey. The cost of the above programme if fully implemented is estimated as follows:

Magnetometer Survey and Study of Adjacent Surveys:	$ 500.00
Line Cutting:	420.00
Electromagnetic Survey:	500.00
TOTAL:	$1,420.00

Respectfully submitted,

R. J. Bradshaw,
Consulting Geologist.

RJB/ga

C E R T I F I C A T E

I, RONALD J. BRADSHAW, RESIDING AT 239 HEMLOCK STREET, TIMMINS, ONTARIO, DO HEREBY CERTIFY THAT:

I ATTENDED QUEEN'S UNIVERSITY, KINGSTON, ONTARIO, AND GRADUATED WITH AN HONOUR'S B.A. DEGREE IN GEOLOGICAL SCIENCES IN 1958.

I AM A FELLOW OF THE GEOLOGICAL ASSOCIATION OF CANADA, A MEMBER OF THE CANADIAN INSTITUTE OF MINING AND METALLURGY, AND QUALIFIED FOR MEMBERSHIP IN THE ASSOCIATION OF PROFESSIONAL ENGINEERS OF THE PROVINCE OF MANITOBA IN 1959.

I HAVE WORKED AT MY PROFESSION IN MINING AND EXPLORATION FOR THE PAST SEVEN YEARS.

I HAVE NO DIRECT OR INDIRECT INTEREST EITHER AT THE PRESENT OR EXPECTANT, IN THE CLAIMS FORMING THE PROPERTY OF PROBE MINES LIMITED, OR IN THE SHARES OR SECURITIES OF THE COMPANY.

THE REPORT ON THE PROPERTY OF PROBE MINES LIMITED IN KIDD TOWNSHIP, ONTARIO, ATTACHED HEREWITH, AND DATED JUNE 22, 1965, IS BASED ON:

(A) SUPERVISION OF THE DRILLING PROGRAMME CARRIED OUT BY PROBE ON THEIR PROPERTY IN KIDD TOWNSHIP IN THE SUMMER OF 1964.

(B) A STUDY OF ALL AVAILABLE DATA REGARDING THE ECONOMIC GEOLOGICAL SETTING OF THE AREA AS PERTAINING TO THE PROBE PROPERTY.

R. J. Bradshaw

DATED AT TIMMINS, ONTARIO
THIS 22ND DAY OF JUNE, 1965

R. J. BRADSHAW, B.A. F.G.A.C.
GEOLOGIST.

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Resolution of the Board of Directors dated March 17, 1965, Mr A. S. Bayne, P.Eng., the Company's Consulting Engineer, was granted a non-assignable option covering 20,000 treasury shares at 40¢ per share, exercisable over a period of eighteen (18) months, while Mr Bayne remains in the Company's employ. The Company received notice of acceptance for filing of this option from The Toronto Stock Exchange on May 5, 1965.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The original plan of drilling on the Company's property in Dubuisson Township, Quebec, as set forth in the report by T. M. Kerr, B.Sc., P.Eng., accompanying Amending Filing Statement No.262 filed February 11th, 1965, was half completed as at May 17th, 1965. In accordance with the recommendations of A. S. Bayne, P.Eng., contained in his report dated May 17th, 1965, the Company now proposes additional development work on this property which includes additional drilling to bring the total drilling under the current programme up to 10,000 feet. Reference is made to the attached report dated May 17th, 1965, by A. S. Bayne, P.Eng. The Company has commenced a programme of $1,420.00 on its Kidd Township properties in accordance with the report of R. J. Bradshaw, B.A., F.G.A.C., dated May 22nd, 1965, which accompanies this Amending Filing Statment. Reference is also made to the report dated December 7th, 1964, by T. M. Kerr, B.Sc., P.Eng., covering the Kidd Township properties and accompanying Amending Filing Statement No.262 filed February 11th, 1965. The Company has not yet commenced work on the Joan Township properties in accordance with the recommendations of A. S. Bayne, P.Eng., as set forth in his report dated February 5th, 1965, accompanying Amending Filing Statement No.262 filed February 11th, 1965. The Company does intend to proceed with its programme on the Joan Township property.

DATED May 26, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

CORPORATE SEAL

D. R. McWilliams

David R. Vine

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

R. C. Wittstock

TELEPHONES 368-1850
HU. 5-6793

CABLE ADDRESS
"BANCO" TORONTO

AR84

File

A. S. BAYNE & COMPANY
CONSULTING ENGINEERS
80 Richmond St. West,
TORONTO, CANADA

May 13, 1965.

The President & Directors,
Probe Mines Limited,
80 Richmond Street West,
Toronto 1, Ontario.

Gentlemen: Re: PROGRESS REPORT NO. 5
Gold Property - Dubuisson Township, Que.

1. Drill-core assays, now confirmed, from Hole No. 65-1, show that an important new gold-bearing zone has been discovered, lying about 225 feet south of the footwall, (south wall) of the intrusive quartz-diorite dyke, in which the originally known gold-bearing zone is being currently delimited by a grid-pattern of steep, (80 to 85-degree) holes.

   Hole No. 65-1, drilled south at 65-degree dip, to cross-section, locate and confirm the original gold discovery indicated by preliminary drilling in 1963, intersected its objective between 395 and 512 feet, and was extended to a total length of 1,400 feet to investigate the footwall structures. Further extension of this hole has been suspended to complete detailed logging and assaying of all of the core.

   Triple-checked assays of core samples from 1,088.5 to 1,093.5 feet, yielded 1.183 ounces, ($43.77) gold per ton over a core length of 5.0 feet, with lower values, (0.01 to 0.06 oz. per ton gold), for 10 feet of core length adjoining each side of this intersection.

   Sampling and assaying of the core throughout the hole is continuing.

2. In addition the first assays from Hole 65-3, 135 feet west of Hole 65-1, confirm the continuity of the original quartz-diorite zone, with 0.27 ounces ($10.00) gold per ton over 7.4 feet of core length.

3. Hole No. 65-6 has started, drilling at 80-degree dip southward, to intersect the new zone 35 feet eastward along strike and from 75 to 100 feet lower in depth. It is expected this hole will go to 1,200 or 1,400 feet.

4. Drilling continues on the grid pattern on the known zone. The first three holes have confirmed and indicated continuity of quartz-diorite zone for a strike length of about 135 feet from east to west, with intersections of from 0.27 ounces ($10.00) gold per ton to 0.71 ounces ($26.27) gold per ton, over core-lengths of 4.4 to 10.1 feet, at depths of from 389 to 512 feet vertical. Four more holes, one of which, (65-5) is at a depth of 324 feet, have been spotted to delimit and correlate the gold bearing zone across 100 to 150 feet across the width of the gold-bearing quartz-diorite dyke. All the holes completed to date have cut several important gold-bearing zones, between surface and the 500-foot horizon, and further assays are awaited from Holes 65-3 and 65-5.

5. The two drill-rigs are operating on 24-hour per day basis. One rig will now be occupied in continuing exploration of the new "footwall" zone and the other will continue drilling vertical holes on the grid pattern in the original quartz-diorite intrusive gold zone.

Respectfully submitted,

A.S. Bayne, P. Eng.

REGISTERED PROFESSIONAL ENGINEER
A. S. BAYNE
PROVINCE OF ONTARIO